

Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the CERT. OF CHANGE OF REG. OFF/RES. AGENT

for

CONSUMERS ENERGY COMPANY

ID NUMBER: 021395

received by facsimile transmission on October 27, 2006 is hereby endorsed

Filed on October 27, 2006 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 27TH day of October, 2006.

, Director

Bureau of Commercial Services

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES		
Date Received	(FOR BUREAU USE ONLY)	
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.		
Name Jane M. Kramer		
Address One Energy Plaza		
City Jackson	State MI	Zip Code 49201
		EFFECTIVE DATE:

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

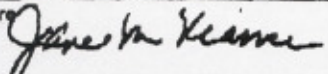
CERTIFICATE OF CHANGE OF REGISTERED OFFICE AND/OR CHANGE OF RESIDENT AGENT For use by Domestic and Foreign Corporations and Limited Liability Companies

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 152, Public Acts of 1982 (nonprofit corporations), or Act 23, Public Acts of 1993 (limited liability companies), the undersigned corporation or limited liability company executes the following Certificate:

1. The name of the corporation or limited liability company is: Consumers Energy Company		
2. The identification number assigned by the Bureau is:	021-395	
3. a. The name of the resident agent on file with the Bureau is: Michael D. VanHamert		
b. The location of the registered office on file with the Bureau is:		
One Energy Plaza, EP1-420	Jackson	Michigan 49201-2276
<small>(Street Address)</small>	<small>(City)</small>	<small>(ZIP Code)</small>
c. The mailing address of the above registered office on file with the Bureau is:		
One Energy Plaza, EP1-420	Jackson	Michigan 49201-2276
<small>(Street Address or P.O. Box)</small>	<small>(City)</small>	<small>(ZIP Code)</small>

ENTER IN ITEM 4 THE INFORMATION AS IT SHOULD NOW APPEAR ON THE PUBLIC RECORD

4. a. The name of the resident agent is: Catherine M. Reynolds		
b. The address of the registered office is:		
One Energy Plaza, EP1-420	Jackson	Michigan 49201-2276
<small>(Street Address)</small>	<small>(City)</small>	<small>(ZIP Code)</small>
c. The mailing address of the registered office IF DIFFERENT THAN 4B is:		
		Michigan
<small>(Street Address or P.O. Box)</small>	<small>(City)</small>	<small>(ZIP Code)</small>
5. The above changes were authorized by resolution duly adopted by: 1. ALL CORPORATIONS: its Board of Directors; 2. PROFIT CORPORATIONS ONLY: the resident agent if only the address of the registered office is changed, in which case a copy of this statement has been mailed to the corporation; 3. LIMITED LIABILITY COMPANIES: an operating agreement, affirmative vote of a majority of the members pursuant to section 502(1), managers pursuant to section 405, or the resident agent if only the address of the registered office is changed.		
6. The corporation or limited liability company further states that the address of its registered office and the address of its resident agent, as changed, are identical.		
Signature 	Type or Print Name and Title or Capacity Jane M. Kramer, Assistant Secretary	Date Signed 10-27-06

10/27/2006 12:16PM